

WC 05-60

COPY

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
5060-0589
Page 1 of 1

(1) LOCK BOX # 358145		FCC/MELLON		FEB 07 2005		SPECIAL USE ONLY	
						FCC USE ONLY	
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Northwest Communications Cooperative				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00			
(4) STREET ADDRESS LINE NO. 1 P.O. Box 38							
(5) STREET ADDRESS LINE NO. 2							
(6) CITY Ray				(7) STATE ND		(8) ZIP CODE 58849-0038	
(9) DAYTIME TELEPHONE NUMBER (include area code) 701-628-7031				(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN) 0002 4776 93				(12) FCC USE ONLY			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME Northwest Communications Cooperative							
(14) STREET ADDRESS LINE NO. 1 P.O. Box 38							
(15) STREET ADDRESS LINE NO. 2							
(16) CITY Ray				(17) STATE ND		(18) ZIP CODE 58849-0038	
(19) DAYTIME TELEPHONE NUMBER (include area code) 701-628-7031				(20) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN) 0002 4776 93				(22) FCC USE ONLY			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT			(25A) QUANTITY 1		
(26A) FEE DUE FOR (PTC)		(27A) TOTAL FEE \$895.00			(28A) FCC CODE 1		
(28A) FCC CODE 1		(29A) FCC CODE 2					
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE			(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			(28B) FCC CODE 1		
(28B) FCC CODE 1		(29B) FCC CODE 2					
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE _____				DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.							
SIGNATURE _____				DATE _____			

LUKAS, NACE, GUTIERREZ & SACHS
CHARTERED
1650 TYSONS BOULEVARD
SUITE 1500
MCLEAN, VIRGINIA 22102

DAVID L. NACE
ADMITTED IN D.C. ONLY
(703) 584-8661

February 7, 2005

Federal Communications Commission
Wireline Competition Bureau – CPD Appls.
PO Box 358145
Pittsburgh, PA 15251-5145

Attn. William Dever, Wireline Competition Bureau

Re: Application for Domestic Section 214 Authority for
Northwest Communications Cooperative (FRN:
0002477693) to Acquire the Assets of Noonan Farmers
Telephone Company (FRN: 0004382958)

Dear Sir or Madam:

Transmitted herewith is an application requesting Section 214 authorization relating to Northwest Communications Cooperative's ("NCC") planned acquisition of the assets of Noonan Farmers Telephone Company ("NFTC"). At such time as the transaction is completed, NCC will offer local exchange services to all NFTC customers and NFTC will cease to be an operating telecommunications service provider. It is requested that the application be processed on a streamlined basis.

Attached is FCC Form 159 and a check in payment of the filing fee of \$895.00. Should any questions arise, please communicate with this office.

Very truly yours,



David L. Nace

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

**NORTHWEST COMMUNICATIONS
COOPERATIVE (FRN 0002477693)**

A Local Exchange Carrier in the State
of North Dakota

**NOONAN FARMERS TELEPHONE COMPANY
(FRN 0004382958)**

A Local Exchange Carrier in the State of
North Dakota whose assets are to be acquired

**Application for Domestic Section 214 Authority
for Northwest Communications Cooperative to
Acquire the Assets of Noonan Farmers Telephone
Company**

File No. _____

**APPLICATION FOR DOMESTIC SECTION 214 AUTHORIZATION FOR
ACQUISITION OF ASSETS OF A LOCAL EXCHANGE CARRIER**

Pursuant to the rules of the Federal Communications Commission ("Commission"), 47 C.F.R. Part 63, Northwest Communications Cooperative ("NCC") and Noonan Farmers Telephone Company ("NFTC") (jointly, the "Applicants"), hereby submit an application for approval for NCC's planned acquisition of the assets of NFTC. At such time as the transaction is completed, NCC will offer local exchange services to all NFTC customers and NFTC will cease to be an operating telecommunications service provider. It is requested that the application be processed on a streamlined basis.

Summary of the Proposed Transaction:

1. NCC, formerly known as Northwest Mutual Aid Telephone Corporation, has been a

provider of telecommunications services within the State of North Dakota since 1952, and is subject to regulation and general supervision by the Public Service Commission of North Dakota ("PSC"). NCC, under Certificates of Public Convenience and Necessity issued by the PSC, is engaged in the business of providing local exchange telecommunications service, exchange access and other telecommunications activities in Williams, Divide, Burke, Ward and Mountrail Counties in North Dakota. As of November 30, 2004, NCC provided service to 5,281 access lines. NCC desires to provide telecommunications service in the Noonan exchange located in a portion of Divide County not now served by NCC. The Noonan exchange has been served by NFTC and its predecessors since 1916. As of December 31, 2003, NFTC provided service to 247 access lines.

2. NCC and NFTC have entered into a Purchase and Sale Agreement for NCC's purchase of NFTC's current assets and facilities relating to the provision of local exchange telecommunications service, exchange access and other telecommunications services in the Noonan exchange. As of the closing date of the transaction (anticipated in early 2005), NFTC intends to cease doing business as a provider of local exchange telecommunications service, exchange access and other telecommunications services, at which time NCC will provide such services in the Noonan exchange. There will be no interruption of telecommunications services to the public as the result of the proposed asset sale. NCC and NFTC have applied to the PSC for all necessary PSC authorization, including a Certificate of Public Convenience and Necessity, for NCC to acquire the NFTC assets and to provide such services in the Noonan exchange.¹

NCC owns a 10% non-controlling interest in North Dakota Long Distance LLC ("NDLD"), a

¹ NCC and NFTC intend to file a supplement to this application to provide a copy of the PSC's anticipated order that grants authorization for the transaction and NCC's provision of local exchange telecommunications service, exchange access and other telecommunications services in the Noonan exchange.

North Dakota limited liability company. Under these circumstances, NDLD is deemed by the Commission to be an "affiliate" of NCC. NCC is one of ten North Dakota local exchange carriers that own NDLD.² NDLD resells intrastate, interstate and international long distance toll services to households and businesses located within NCC's local exchange area as well as in other areas. NDLD relies on "blanket" Section 214 authorization granted by the Commission for domestic resale operations.³

In accordance with Section 63.04(b) of the Commission's rules, the applicants are providing information responsive to the pertinent rules in Part 63 that concern "transfer of control" applications. A filing fee of \$895.00 is being submitted with FCC Form 159 for this application.

Application for "Transfer of Control" by means of a Proposed Acquisition of NFTC's Assets by NCC:

The following information is submitted as required by Section 63.04(a) of the rules:

(1) The name, address and telephone number of each applicant:

Northwest Communications Cooperative
PO Box 38
Ray, North Dakota 58849-0038
701-568-3331

Noonan Farmers Telephone Company
Box 39

2 NFTC does not own any interest in NDLD. NCC's interest in NDLD will not be increased as a result of the proposed acquisition of NFTC's interest. The other nine owners of NDLD are: United Telephone Mutual Aid, Langdon, ND; Dakota Central Telephone, Carrington, ND; Polar Communications, Park River, ND; North Dakota Telephone Company, Devils Lake, ND; Dickey Rural Networks, Ellendale, ND; BEK Communications, Steele, ND; Reservation Telephone Coop., Parshall, ND; Midstate Communications, Stanley, ND; and Moore & Liberty Telephone of Enderlin, ND together with Griggs County Telephone of Cooperstown, ND.

3 As described on the website of the Wireline Competition Bureau, in 1999, as to domestic resale services, the Commission eliminated all entry certification filing requirements under Section 214 of the Communications Act, "Implementation of Section 402(b)(2)(A) of the Telecommunications Act of 1996" CC Docket No. 97-11, FCC 99-104, released June 30, 1999.

Noonan, North Dakota 58765

- (2) *The government, state, or territory under the laws of which each corporate or partnership applicant is organized:*

NCC and NFTC are corporations organized under the laws of North Dakota.

- (3) *The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed:*

Please direct any correspondence or inquiries to federal telecommunications counsel for the applicants:

David L. Nace, Esq.
Lukas, Nace, Gutierrez, & Sachs, Chartered
1650 Tysons Blvd., Suite 1500
McLean, VA 22102
(703) 584-8661

- (4) *The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent):*

NCC and NFTC are organized as cooperative corporations, owned by their respective subscriber members. No owner of NCC or of NFTC owns as much as a one percent interest in the company.

- (5) *Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 USC §853.*

No party to this application is subject to a denial of Federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.

- (6) *A description of the transaction:*

NCC proposes to acquire the assets of NFTC and become the local exchange carrier in the Noonan exchange presently served by NFTC. No interruption in services to the public will result from the transaction.

- (7) *A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what*

services are provided in each area:

NCC, under Certificates of Public Convenience and Necessity issued by the PSC, is engaged in the business of providing local exchange telecommunications service, exchange access and other telecommunications activities in Williams, Divide, Burke, Ward and Mountrail Counties in North Dakota. As of November 30, 2004, NCC provided service to 5,281 access lines. NCC desires to provide telecommunications service in the Noonan exchange located in a portion of Divide County not now served by NCC. The Noonan exchange has been served by NFTC and its predecessors since 1916. As of December 31, 2003, NFTC provided service to 247 access lines.

- (8) *A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment:*

Reference is made to the criteria specified in Section 63.03(b)(2)(iii) as follows:

(2) Where a proposed transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, the streamlined procedures provided in this rule shall be presumed to apply to transfer of control applications in which:

** * **

(iii) The applicants are incumbent independent local exchange carriers (as defined in §64.1902 of this chapter) that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

Applicants assert that the proposed transaction is eligible for presumptive streamlined treatment under Section 63.03(b)(2)(iii) of the Commission's rules. The applicants submit that they, including their affiliates, satisfy the terms of such rule and are eligible for streamlined processing. The proposed transaction will result in the Applicants, and affiliates of the Applicants, having less than 10% of the market share in the interstate, interexchange market. Applicants, including their affiliates, are not and will not be engaged in competitive local exchange service in the market.

- (9) *Identification of all other Commission applications related to the same transaction:*

In addition to the instant application for domestic Section 214 authorization the parties have filed a "Petition for Waiver to Change Study Area Boundaries" to permit NCC to include the Noonan exchange within the NCC study area upon completion of its acquisition of NFTC assets.

- (10) *A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:*

Not applicable

- (11) *Identification of any separately filed waiver requests being sought in conjunction with the transaction:*

None

- (12) *A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:*


Public interest benefits will be recognized from the proposed acquisition of NFTC assets by NCC and NCC's provision of telecommunications services in the Noonan exchange. All NFTC members who subscribe to local exchange telephone service as of the closing date will become full cooperative members of NCC earning capital credits starting as of the closing date. As NCC members the former NFTC members will have Extended Area Service with all NCC exchanges and the Portal exchange in North Dakota at no charge. As members of NCC, the former NFTC members will have access to additional calling features including voice mail. It is NCC's intention to immediately upgrade the NFTC switching equipment capabilities in order that they may function on the NCC ring and be compliant with all CALEA and Local Number Portability requirements. In the past, because of its small size, NFTC has been unable to comply with CALEA and LNP requirements because of the high cost. For NCC, the transaction is expected to result in operating economies through the ability to serve a larger number of customers.

Conclusion:

As reflected herein, NCC is qualified to acquire the assets of NFTC and the transaction will benefit the customers of both entities. Accordingly, grant of the instant application is consistent with public interest considerations.

Respectfully submitted,

NORTHWEST COMMUNICATIONS COOPERATIVE

By: 

Name: Arvin Larson

Title: President

NOONAN FARMERS TELEPHONE COMPANY

By: _____

Name: _____

Title: _____

Attorney:
David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs, Chartered
1650 Tysons Boulevard, Suite 1500
McLean, Virginia 22102
(703) 584-8661; Email: dnace@fcclaw.com

Respectfully submitted,

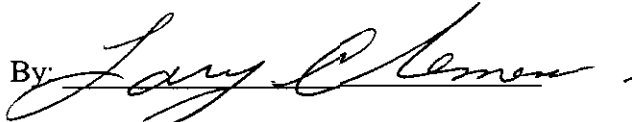
NORTHWEST COMMUNICATIONS COOPERATIVE

By: _____

Name: _____

Title: _____

NOONAN FARMERS TELEPHONE COMPANY

By:  _____

Name: Larry Clemens

Title: Manager

Attorney:

David L. Nace, Esq.

Lukas, Nace, Gutierrez & Sachs, Chartered

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McLean, Virginia 22102

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